

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, LLP

8180 Greensboro Drive
Suite 700
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@thlglaw.com

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T.R.A. DOCKET ROOM

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(703) 714-1313

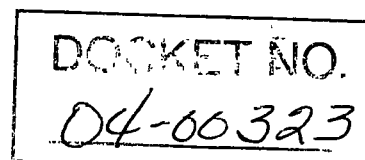
Writer's E-mail Address

jsm@thlglaw.com

September 28, 2004

VIA OVERNIGHT DELIVERY

Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243



Re: Application for Name Change

Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks

Dear Secretary:

On behalf of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("BUI"), its attorneys hereby apply to the Tennessee Regulatory Authority ("TRA") for approval of the Company's name change to UCN, Inc. ("UCN"). An original and thirteen (13) copies of this letter application are provided and are accompanied by a check in the amount of \$25.00 to cover the filing fee.

BUI is certified to provide interexchange telecommunications services within Tennessee pursuant to authority granted in Docket No 03-00244.

A corporate name change was approved by BUI's Board of Directors and became effective July 15, 2004. Thereafter, BUI notified its customers of the name change and filed paperwork with the Tennessee Secretary of State ("SoS") to amend its Certificate of Authority to transact business in Tennessee. The SoS approved the amendment on August 11, 2004. A copy of the Amended Certificate of Authority is attached hereto as Exhibit A for your records and reference.

The aforementioned name change will not in any way inconvenience or cause harm to the Company's customers, and Tennessee customers will continue to be provided high-quality, affordable telecommunications services by the Company under the name UCN, Inc.

Pursuant to Commission rules and regulations, BUI has included as Exhibit B a copy of the notice provided to customers to inform them of the name change. Also included as Exhibit C is a rider to the surety bond BUI has on file with the TRA.

Upon approval of BUI's application for approval of its name change, it shall file revisions to its Tariff to reflect the new corporate name of UCN, Inc.

The Company respectfully requests TRA approval of its name change to UCN, Inc.

An additional copy of this filing is enclosed, to be date-stamped and returned in the postage prepaid envelope provided.

Should any questions arise regarding this matter, kindly contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

Jonathan S. Marashlian
Regulatory Counsel

JSM/sr
Attachments

EXHIBIT A

Secretary of State

Division of Business Services

312 Eighth Avenue North

1 Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 08/12/04

REQUEST NUMBER: 5207-0901

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 08/11/04 0929

EFFECTIVE DATE/TIME: 08/11/04 1630

CONTROL NUMBER: 0432182

TO:
UCN, INC.
14870 S. PONY
EXPRESS DRIVE
BLUFFDALE, UT 84065

RE:
UCN, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 08/11/04

FROM:
UCN
14870 PONY EXPRESS R
BLUFFDALE, UT 84065-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003569021
ACCOUNT NUMBER: 00451323



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
STATE OF TENNESSEE
2004 AUG 11
RILEY O. COOPER
SECRETARY

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Buyers United, Inc.
If different, the name under which the certificate of authority is to be obtained is change to UCN, Inc.

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is April 7, 1999 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is 14870 S. Dolly Express Drive
Bluffdale UT 84005
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is 1900 Church
Street, Suite 400 Nashville TN 37203
Street City State/Country Zip Code
Registered agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are. (Attach separate sheet if necessary.)
see attached

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary)
see attached

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date) _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is successfully filed in Tennessee.]

July 29, 2004
Signature Date

Corporate Secretary
Signer's Capacity

Buyers United, Inc.
Name of Corporation

Kimm E. Partridge
Signature

Kimm Partridge
Name (typed or printed)

EXHIBIT B



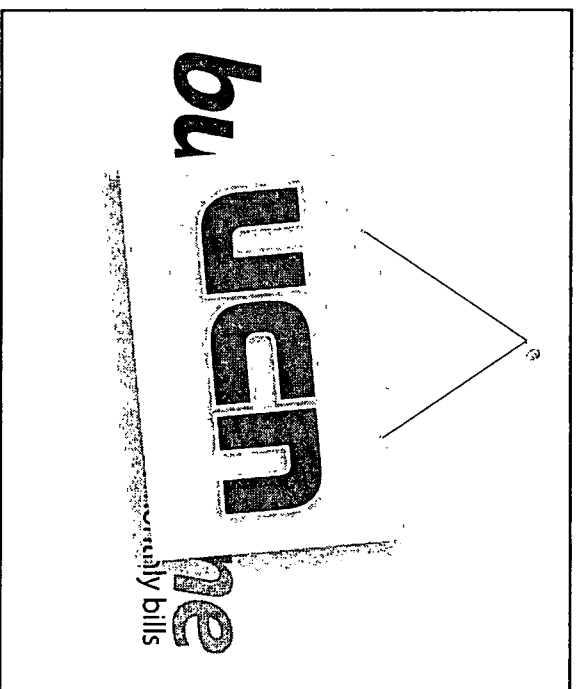
ucn name change insert.pdf 11/6/03 1 35 16 PM



Buyers Online (a division of Buyers United, Inc.) is changing its name to UCN. UCN isn't a new name. In fact, Buyers United has been operating as both Buyers Online and UCN for many years.

Our outstanding communications products and customer service will remain the same. In fact, the only difference you'll see, is the look of your invoice.

We appreciate your business and look forward to serving you. If you have any questions, please don't hesitate to contact us at 800-363-6177. We're also online at www.ucn.net.



67091-bui-96709

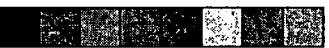


EXHIBIT C

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #. 104317311

UCN, Inc.

WHEREAS, _____ (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

Travelers Casualty and Surety Company of America

WHEREAS, _____ (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000 00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents

This bond shall become effective on the 15th day of September, 20⁰⁴, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000 00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

PRINCIPAL

SURETY

UCN, Inc.

Travelers Casualty and Surety Company of America

Name of Company authorized by the TRA

Name of Surety

128142

One Town Square, Hartford, CT 06183

Company ID # as assigned by TRA

Address of Surety

SIGNATURE OF PRINCIPAL

SIGNATURE OF SURETY AGENT

Name: DAVID R. GUN

Name: Judith A. McGoogan

Title: Cfo

Title: Attorney-in -Fact

Address of Surety Agent:

321 N Clark Street STE 1100

Chicago IL 60610

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF Utah ~~TENNESSEE~~

COUNTY OF Salt Lake

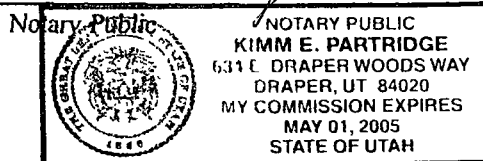
Before me, a Notary Public of the State and County aforesaid, personally appeared David Grow with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of UCN, Inc, and he acknowledged to me that he executed the same

WITNESS my hand and seal this 15 day of September, 2004

My Commission Expires:

May 1, 2005

Kimm E Partridge



ACKNOWLEDGMENT OF SURETY

STATE OF Illinois

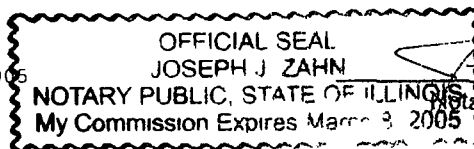
COUNTY OF Cook

Before me, a Notary Public of the State and County aforesaid, personally appeared Judith A McGoogan with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Travelers Casualty and Surety Company of America, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual

WITNESS my hand and seal this 15th day of September, 2004

My Commission Expires:

March, 8, 2005



[Signature]

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20__

Name: _____
Title: _____

**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062**

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: **Jacquelyn M. Norstrom, Margaret M. Adalpe, Robina K. Fisher, Mary Lou Obos, Mario Remegi, Marianne A. Steiner, Dorothy J. Fox, Mary W. Mahoney, Judith A. McGoogan, Sharon L. Size, of Chicago / Oakbrook Terrace, Illinois,** their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA; TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 3rd day of May, 2004.

STATE OF CONNECTICUT

JSS. Hartford

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY

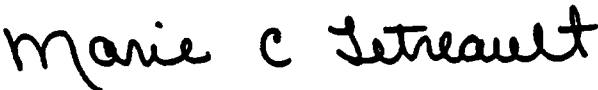
COUNTY OF HARTFORD



By 
George W. Thompson
Senior Vice President

On this 3rd day of May, 2004 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.



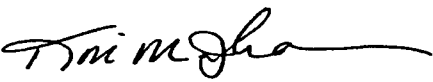

My commission expires June 30, 2006 Notary Public
Marie C. Tetreault

CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this _____ day of _____, 20__.



By 
Kori M. Johanson
Assistant Secretary, Bond



IMPORTANT DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE

On November 26, 2002, President Bush signed into law the Terrorism Risk Insurance Act of 2002 (the "Act"). The Act establishes a short-term program under which the Federal Government will share in the payment of covered losses caused by certain acts of international terrorism. We are providing you with this notice to inform you of the key features of the Act, and to let you know what effect, if any, the Act will have on your premium.

Under the Act, insurers are required to provide coverage for certain losses caused by international acts of terrorism as defined in the Act. The Act further provides that the Federal Government will pay a share of such losses. Specifically, the Federal Government will pay 90% of the amount of covered losses caused by certain acts of terrorism which is in excess of Travelers' statutorily established deductible for that year. The Act also caps the amount of terrorism-related losses for which the Federal Government or an insurer can be responsible at \$100,000,000,000.00, provided that the insurer has met its deductible.

Please note that passage of the Act does not result in any change in coverage under the attached policy or bond (or the policy or bond being quoted). Please also note that no separate additional premium charge has been made for the terrorism coverage required by the Act. The premium charge that is allocable to such coverage is inseparable from and imbedded in your overall premium, and is no more than one percent of your premium.